



## **Corporate Governance Guidelines**

Uber Technologies, Inc. (the “Company”) works toward its mission by embracing eight cultural norms. These cultural norms help to set a strong tone of integrity for the entire Company and extend to the Company’s corporate governance. The Company’s Board of Directors (the “Board”) firmly believes that the Company must be transparent with, and accountable to, its stockholders with respect to the Company’s culture and its corporate governance practices.

The Board has adopted these corporate governance guidelines. The guidelines, in conjunction with the Company’s certificate of incorporation, bylaws, and the charters of the standing committees of the Board, form the framework of governance of the Company.

The Company believes that ethics and integrity cannot be mandated by a corporate policy or directive. The governance structure of the Company is designed to be a working structure for principled actions, effective policy and decision-making at both the Board and management level, and appropriate monitoring of both compliance and performance, with a view toward enhancing long-term value for the Company’s stockholders. The Company expects the integrity and values of its directors and senior management to remain the most important safeguard of corporate governance at Uber.

### **I. Board Responsibilities**

#### **A. Role of the Board**

The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company, except with respect to those matters reserved to the stockholders. The Board oversees the Company’s business affairs and integrity, and works with the Chief Executive Officer (the “CEO”) and other members of senior management to determine the Company’s long-term strategy and mission, with the goal of ensuring that the long-term interests of the Company’s stockholders are being served. In fulfilling its responsibilities, directors reasonably may rely on the honesty and integrity of the Company’s senior management and its advisors and consultants.

#### **B. Risk Oversight**

The Board oversees risk management, including the Company’s compliance with applicable laws and regulations and cybersecurity risk management. The Board’s assessment of, and decisions regarding, risk occur in the context of and in conjunction with the Board’s and its committees’ ongoing activities. The Audit Committee oversees risk management procedures and processes for preventing and detecting fraud at the Company. Senior management periodically reports to the Board and its committees on risk tolerance, assessment, and mitigation. Each of the Board’s committees reports to the Board on those matters.

### C. Ethics and Conflicts of Interest

The Board expects its directors, as well as officers and employees, to act with the highest standards of responsibility, ethics and integrity. Directors and officers are expected to be familiar with, and adhere to, the corporate policies on Related Party Transactions and Conflicts of Interest, the Company's Business Conduct Guide, including, for directors, the provisions that are applicable to directors and the Director Code of Conduct. In addition, employees are expected to be familiar with, and adhere to, the corporate policy on Conflicts of Interest and the Business Conduct Guide.

### D. Annual Meeting Attendance

All directors are expected to attend the Company's annual meeting of stockholders.

## II. Board Composition

### A. Board Size

The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company's certificate of incorporation and bylaws. The Board believes that eight to 14 members is an appropriate size based on the Company's present circumstances. The Board, along with the Nominating and Governance Committee, will periodically evaluate whether a larger or smaller number of directors would be preferable.

### B. Director Qualifications and Selection Process

The Nominating and Governance Committee annually reviews the appropriate characteristics of a director in the context of the overall composition of the Board and existing and future needs of the Company, and submits any recommended changes thereto to the Board for approval. These characteristics include consideration of the candidate's (i) integrity, (ii) sound business judgment, (iii) commitment to the highest ethical standards, (iv) background, (v) skills and relevant business experience, such as in the fields of operations, technology, or finance/accounting, (vi) diversity, including with respect to race, ethnicity, gender, geography, national origin, and areas of expertise, (vii) ability and willingness to commit sufficient time to the Board and to represent the long-term interests of the Company's stockholders, and (viii) expected contributions to the Board (collectively, the "Selection Criteria"). The Nominating and Governance Committee is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool from which director nominees are selected. The Nominating and Governance Committee and the Board consider the Selection Criteria in evaluating each director nominee, with the objective of assembling a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience.

### C. Director Independence

It is the policy of the Company that the Board consist of at least a majority of independent directors who either meet or exceed the independence requirements of the New York Stock Exchange ("NYSE"). The Board will consider all relevant facts and circumstances in making a determination of independence for each director, including the independence determination provided by the Nominating and Governance Committee, and may consider, as

appropriate, imposing independence requirements more stringent than those required by NYSE (such requirements, if any, the “Independence Standards”).

#### D. Limits on Outside Director Activities

Service on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly, and will ensure that other existing and planned future commitments, including employment responsibilities and service on boards and committees of other companies do not materially interfere with their service on the Board. Service on boards and committees of other companies should comply with the corporate policy on Conflicts of Interest and the Business Conduct Guide. Prior to agreeing to serve on the board of directors of any other company, a director must submit a request to the Nominating and Governance Committee for approval.

A director who also serves as the chief executive officer of a public company will not serve on more than one board of a public company, in addition to the Board. Directors other than the chief executive officer of a public company will not serve on more than four boards of public companies, in addition to the Board. In calculating service on a public company board, service on the board of a parent and its majority owned subsidiary counts as service on a single board. The Nominating and Governance Committee may approve exceptions if it determines that the additional service will not impair the director’s effectiveness as a member of the Board.

#### E. Term and Age Limits

Following their election, directors will hold office until the next annual meeting of stockholders and until such director’s successor shall have been elected and qualified, or until such director’s prior death, resignation, retirement, disqualification or other removal. The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve, or limits on the directors’ ages, are appropriate in light of the substantial benefits resulting from a sustained focus on the Company’s business, strategy and industry over a significant period of time. As an alternative to term and age limits, the Board will consider the mix of tenures on the Board when assessing its composition, with the goal of balancing historical and institutional knowledge and an understanding of the evolution of the Company’s business with fresh perspectives from its newer directors.

#### F. Directors Who Change Their Principal Occupation

Any director who retires or who substantially changes his or her principal occupation or business association from the position held when initially elected to the Board will offer his or her resignation to the Chair of the Nominating and Governance Committee at the time of such change, or if the Chair substantially changes his or her principal occupation or business association, the Chair will offer his or resignation to the Chief Legal Officer. Any resignation will include a statement that it is not the result of a disagreement with the Company on any matter relating to its operations, policies or practices. If a director assumes a significant role in a non-profit entity, he or she must notify the chairperson of the Board (the “Chairperson”), or the Chief Legal Officer, if the director is the Chairperson.

The Board does not believe that a director necessarily should be required to leave the Board in these circumstances. Rather, the Nominating and Governance Committee will evaluate each situation, including consideration of the Selection Criteria, and make a recommendation to the Board as to the continued appropriateness of Board membership under

the new circumstances. The Board expects any director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a resignation from such director.

#### **G. Board Leadership Structure**

It is the Company's policy that the positions of Chairperson and CEO must be held by separate persons and the Chairperson must be independent, as determined in accordance with NYSE rules and, if applicable, the Independence Standards. The independent directors of the Board will annually appoint the Chairperson. In this role, the Chairperson will (i) provide independent leadership and oversight of the Board, (ii) serve as a liaison between the Board and senior management, (iii) set Board meeting agendas in coordination with the CEO and Corporate Secretary, (iv) preside over Board and stockholder meetings when present, (v) preside over executive sessions of the non-management directors when present and set the agenda for such meetings, (vi) engage with stockholders when appropriate, provided such engagement otherwise complies with these guidelines and the Company's other policies and (vii) perform such other duties as specified in the bylaws, these guidelines or as otherwise delegated from time to time by the Board.

#### **H. Director Election and Resignation**

The Board will nominate for election or re-election as director, and will appoint to fill vacancies and new directorships, only candidates who agree to tender irrevocable resignations that will be effective upon (i) the failure to receive a sufficient number of votes for re-election in any uncontested election at which they face re-election and (ii) Board acceptance of such resignation.

If an incumbent director fails to receive the required vote for re-election, the director will immediately tender his or her resignation as a director. The Nominating and Governance Committee will evaluate whether the Board should accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a resignation from such director.

### **III. Board Meetings and Materials**

#### **A. Scheduling of Board Meetings and Attendance**

The Board will meet at least quarterly. Directors are expected to prepare for, attend and participate in all Board and applicable committee meetings, and to meet as often as necessary to discharge their obligations properly.

#### **B. Meeting Materials**

The Chairperson coordinates with the CEO and Corporate Secretary to set the agenda for each Board meeting, taking into account suggestions from other members of the Board. The Corporate Secretary will circulate the agenda and relevant meeting materials to the Board reasonably in advance of each meeting; however, the Board recognizes that certain items to be

discussed at Board meetings are of a highly confidential nature and that distributing materials on these matters prior to Board meetings may not be feasible. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any Board meeting.

#### C. Access to Personnel, Records and Advisors

The Board and its committees, in discharging their responsibilities and duties, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that they deem appropriate, with full and unrestricted access to all personnel, books, records, documents and facilities of the Company. The Board may establish a process for such inquiries. The Board and its committees may retain independent outside auditors and financial, legal or other advisors. The Company will provide appropriate funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors, and to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

#### D. Executive Sessions

At each quarterly Board meeting, time is set aside for the non-management directors to meet in executive session without employees present. Additional executive sessions may be held as needed. Executive sessions are called and chaired by the Chairperson or, in the Chairperson's absence, another non-management director appointed by the non-management directors.

#### E. Director Orientation and Continuing Education

The Nominating and Governance Committee is responsible for director orientation programs and for director continuing education programs to assist directors in maintaining skills and knowledge necessary or appropriate to perform their responsibilities.

### **IV. Board Committees**

#### A. Standing Committees

The standing committees of the Board currently consist of the Audit Committee, the Nominating and Governance Committee and the Compensation Committee. From time to time, the Board may form new committees as it deems appropriate.

#### B. Committee Charters

Each standing committee will have its own charter. Each charter will set forth the purpose, authority, and responsibilities and duties of each standing committee in addition to the qualifications for standing committee membership.

#### C. Independence and Qualifications of Committee Members

The Audit Committee and Nominating and Governance Committee will consist solely of independent directors, as determined in accordance with SEC and NYSE rules and, if applicable, the Independence Standards. The Compensation Committee will consist of a majority of independent directors at the time the Company conducts the initial public offering of its common stock and, consistent with NYSE rules, will consist solely of independent directors

within one year thereafter, with independence in each case as determined in accordance with SEC and NYSE rules and, if applicable, the Independence Standards. The members of these committees also will meet the other membership criteria specified in the respective charters for these committees.

#### **D. Committee Appointment and Removal**

The Nominating and Governance Committee periodically reviews the structure, size and composition of the Board's committees and submits recommendations to the Board for approval. Subject to the provisions of the Company's bylaws, (i) the Board may appoint a member of each committee to serve as the chairperson thereof and (ii) if the Board does not appoint a committee chairperson, the relevant committee members may designate a committee chairperson by their majority vote. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from any committee of which such director resigning or being removed is a member.

#### **E. Committee Meetings and Agendas**

The chairperson of each committee will determine, in consultation with the other committee members and members of management, the dates, times, and places of committee meetings. Each committee will meet at least quarterly. The chairperson of each committee sets the agenda for each committee meeting. The Corporate Secretary will circulate relevant meeting materials and the agenda for each committee meeting to the committee members reasonably in advance of each meeting; however, committee members recognize that certain items to be discussed at committee meetings are of a highly confidential nature and that distributing materials on these matters prior to such meetings may not be feasible.

### **V. Director Compensation**

The Compensation Committee will periodically review compensation for the Company's non-employee directors, and this review will be guided by the following objectives: (i) directors should be fairly compensated for the work required in discharge of their duties, (ii) compensation should align the directors' interests with the long-term interests of stockholders and (iii) the compensation policy should be easy for stockholders to understand.

### **VI. Board and Committee Evaluations**

The Board and each of its committees will perform self-evaluations at least annually, and the Nominating and Governance Committee will oversee this evaluation process and report to the Board regarding the performance and effectiveness of the Board, each committee and each director.

### **VII. Management Review and Succession Planning**

#### **A. CEO Evaluation**

As set forth in more detail in its charter, the Compensation Committee conducts a review of the performance of the CEO at least annually and establishes the specific performance goals and objectives against which the performance of the CEO is evaluated.

## **B. Succession Planning**

The Board, or a committee thereof as determined by the Board, shall conduct a periodic review of the Company's succession planning in the ordinary course, which shall include policies and principles for executive officer selection and succession in the event of emergencies, such as the death, disability, or unexpected or sudden departure of an executive officer.

## **VIII. Equity Ownership**

The directors and executive officers of the Company are expected to comply with the Company's Stock Ownership Guidelines.

## **IX. Recoupment of Equity Compensation**

The executive officers of the Company are subject to the Company's Clawback Policy.

## **X. Anti-Hedging and Pledging Policy**

The Company has adopted an anti-hedging and pledging policy, which is included in the Company's Insider Trading Policy.

## **XI. Communication with Stockholders**

The Board believes that management speaks for the Company. Individual directors occasionally may meet, or otherwise communicate, with various constituencies that are involved with the Company, but it is expected that directors would do so (i) in compliance with the Company's Business Conduct Guide and the Director Code of Conduct, (ii) with the knowledge of senior management and (iii) in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of senior management.

## **XII. Amendments and Waivers**

These governance guidelines are intended to be a set of flexible guidelines for effective functioning of the Board, and not a set of binding legal obligations. These guidelines will be reviewed periodically by the Nominating and Governance Committee, and the Board will make appropriate changes based on recommendations from the Nominating and Governance Committee.

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